



RECORDATION NO. 14703-A Filed 1425

OCT 28 1985 -3 30 PM

5-301A022

INTERSTATE COMMERCE COMMISSION

No.

Date

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ICC Washington, D. C.

100 OFFICE OF
THOSE RECORDS
OCT 28 3 29 PM '85
MOTOR OPERATING UNIT

October 24, 1985

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and one copy of Amendment to Management Contract, a secondary document, under the Management Contract dated as of June 1, 1985.

The primary document to which this is connected is recorded under the Recordation Number 14703.

The names and addresses of the parties to the enclosed documents are:

Manager: Northbrook Corporation
2215 Sanders Road, Suite 370
Northbrook, IL 60062
Attn: President

Owner: Refco Management Services, Inc.
222 West Adams Street, Suite 999
Chicago, IL 60606
Attn: President

A general description of railroad equipment covered by the enclosed document is as follows:

Ninety Eight (98) boxcars bearing the identification mark BAR

The original and all extra copies of the enclosed document should be returned to Ms. Sharon Schumacher, Northbrook Corporation, 2215 Sanders Road, Suite 370, Northbrook, IL 60062.

Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

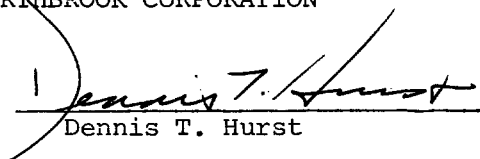
Mr. James H. Bayne
Interstate Commerce Commission
October 24, 1985
Page 2

I am an officer of Northbrook Corporation and have knowledge of the matters
set forth herein.

Very truly yours,

NORTHBROOK CORPORATION

By


Dennis T. Hurst

DTH:pb
encl.

Sent via: Certified Mail/
Return Receipt Requested

Interstate Commerce Commission
Washington, D.C. 20423

11/1/85

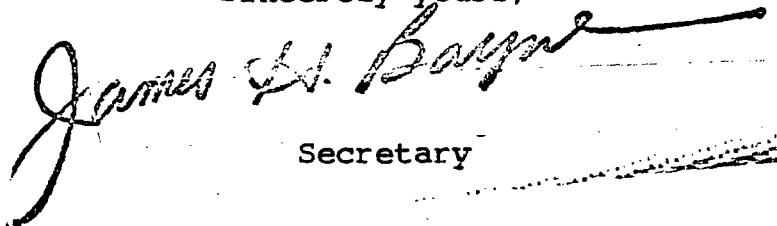
OFFICE OF THE SECRETARY

Sharon Schumacher
Northbrook Corp
2215 Sanders Road, Suite 370
Northbrook, Illinois 60062

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/28/85 at 3:30pm and assigned re-recording number(s). 14703-A

Sincerely yours,


Secretary

Enclosure(s)


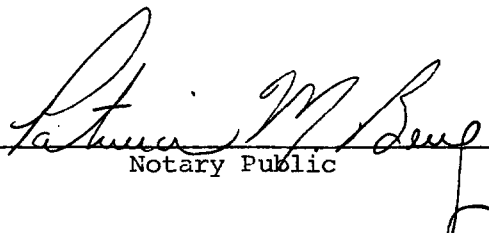
STATE OF ILLINOIS)
)
COUNTY OF COOK)

REGISTRATION NO. 14703 A
Filed 1425

OCT 28 1985 :8 30 PM

INTERSTATE COMMERCE COMMISSION

On this 24th day of October, 1985, I hereby certify that I have compared the attached copy of the Amendment to Management Contract between Northbrook Corporation and Refco Management Services, Inc. dated September 11, 1985 with the original and have found the copy to be complete and identical in all respects to the original document.

Notary Public

My Commission Expires Nov. 5, 1988

AMENDMENT

TO

MANAGEMENT CONTRACT

Dated as of June 1, 1985

Between

Refco Management Services, Inc.

as Owner

AND

Northbrook Corporation

as Manager

AMENDMENT TO
MANAGEMENT CONTRACT

THIS AMENDMENT is dated as of the 11th day of September, 1985, and amends that certain Management Contract dated June 1, 1985 (the "Agreement") between Refco Management Services, Inc. (the "Owner") and Northbrook Corporation (the "Manager").

WHEREAS the parties hereto are parties to the Management Contract which was filed with the Interstate Commerce Commission at Recordation Number 14703 on June 11, 1985; and

WHEREAS, the parties hereto now desire to amend the Management Contract as hereinafter provided.

NOW, THEREFORE, intending to be legally bound hereby, the parties hereto do agree as follows:

1. Equipment The Management Contract covers certain Boxcars (the "Equipment") more fully described on Exhibit A to the Agreement. The parties hereto agree that the Manager may change the equipment numbers on certain items of Equipment and that the Agreement is hereby amended to change the equipment numbers for the following items of Equipment:

The item of Equipment
bearing the number

Shall be changed to
Equipment number

UMP 1031
UMP 14048
UMP 1014
UMP 14030
UMP 1017
UMP 1033
UMP 1008
UMP 14008
UMP 1018
UMP 14038
UMP 14013
UMP 1002
UMP 1003
UMP 14029
UMP 1036
UMP 1045
UMP 14018
UMP 14004

BAR 5200 effective 7/11/85
BAR 5201 effective 7/11/85
BAR 5202 effective 7/11/85
BAR 5203 effective 7/11/85
BAR 5204 effective 7/11/85
BAR 5205 effective 7/11/85
BAR 5206 effective 7/11/85
BAR 5207 effective 7/11/85
BAR 5208 effective 7/11/85
BAR 5209 effective 7/11/85
BAR 5210 effective 7/11/85
BAR 5211 effective 7/15/85
BAR 5212 effective 7/15/85
BAR 5213 effective 7/15/85
BAR 5214 effective 7/15/85
BAR 5215 effective 7/15/85
BAR 5216 effective 7/15/85
BAR 5217 effective 7/15/85

UMP 1048
UMP 14006
UMP 1010
UMP 1020
UMP 1001
UMP 1009
UMP 14016
UMP 1046
UMP 1026
UMP 14040
UMP 1016
UMP 1042
UMP 14015
UMP 1011
WSOR 14009
UMP 1024
UMP 1007
WSOR 14010
WSOR 14001
UMP 14041
UMP 1034
UMP 1022
UMP 1033
UMP 14002
UMP 1015
UMP 14037
UMP 14022
UMP 1059
UMP 1006
UMP 1005
UMP 14019
UMP 14039
UMP 1044
UMP 14031
UMP 1023
UMP 1043
UMP 1027
UMP 14014
UMP 14007
UMP 1012
UMP 1032
UMP 14028
UMP 1000
UMP 14033
UMP 1028
UMP 14012
UMP 1056
UMP 14005
UMP 14034

BAR 5218 effective 7/15/85
BAR 5219 effective 7/15/85
BAR 5220 effective 7/15/85
BAR 5221 effective 7/15/85
BAR 5222 effective 7/15/85
BAR 5223 effective 7/15/85
BAR 5224 effective 7/15/85
BAR 5225 effective 7/15/85
BAR 5226 effective 7/15/85
BAR 5227 effective 7/15/85
BAR 5228 effective 7/17/85
BAR 5229 effective 7/17/85
BAR 5230 effective 7/17/85
BAR 5231 effective 7/17/85
BAR 5232 effective 7/17/85
BAR 5233 effective 7/17/85
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BAR 5259 effective 7/30/85
BAR 5260 effective 7/30/85
BAR 5261 effective 7/30/85
BAR 5262 effective 7/30/85
BAR 5263 effective 7/30/85
BAR 5264 effective 7/30/85
BAR 5265 effective 7/30/85
BAR 5266 effective 7/30/85

UMP 1029
UMP 14046
UMP 14047
UMP 1060
UMP 14003
UMP 1057
UMP 14045
UMP 1050
UMP 1051
UMP 14043
UMP 1004
UMP 14035
UMP 14017
UMP 1035
UMP 14024
UMP 1019
UMP 1011
UMP 14042
UMP 14032
UMP 1030
UMP 14023
UMP 14036
UMP 1025
UMP 1013
UMP 1058
UMP 14044
UMP 1039
UMP 1021
UMP 14000
WSOR 14020
WSOR 14049

BAR 5267 effective 7/30/85
BAR 5268 effective 7/30/85
BAR 5269 effective 7/30/85
BAR 5270 effective 7/30/85
BAR 5271 effective 7/30/85
BAR 5272 effective 8/13/85
BAR 5273 effective 8/13/85
BAR 5274 effective 8/13/85
BAR 5275 effective 8/13/85
BAR 5276 effective 8/13/85
BAR 5277 effective 8/13/85
BAR 5278 effective 8/13/85
BAR 5279 effective 8/13/85
BAR 5280 effective 8/13/85
BAR 5281 effective 8/13/85
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BAR 5296 effective 8/13/85
BAR 5297 effective 8/13/85

2. Further modifications. Except as expressly set forth herein, the Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the Owner and the Manager have executed this Amendment as of the day and year first above written.

NORTHBROOK CORPORATION

By

Dennis T. Hurst
Title: Executive Vice President-
Finance

ATTEST:

Sharon L. Schumacher

REFCO MANAGEMENT SERVICES, INC.

By

VP
Title:

ATTEST:

Christine M. Galo

STATE OF Illinois)
)
COUNTY OF McHenry)

On this 22nd day of October, 1985,
before me personally appeared S. Ronald Stone, to me
personally known, who, being by me duly sworn, said that he/she is an
authorized officer of Refco Management Services, Inc.
that one of the seals affixed to the foregoing instrument is the corporate
seal of said corporation, that said instrument was signed and sealed on
behalf of said corporation by authority of its Board of Directors and he/she
acknowledged that the execution of the foregoing instrument was the free act
and deed of said corporation.

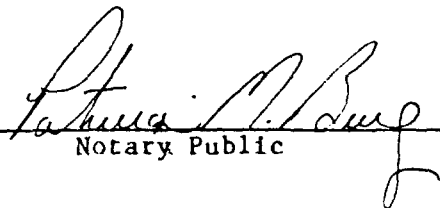
Julie Ann Bartolone
Notary Public

My commission expires:

7-18-88

STATE OF Illinois)
)
COUNTY OF Cook)

On this 11th day of September, 1985, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President - Finance of Northbrook Corporation, that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires Nov. 5, 1988